

<i>SERFF Tracking Number:</i>	<i>PRUD-126388534</i>	<i>State:</i>	<i>Arkansas</i>
<i>Filing Company:</i>	<i>Allstate Life Insurance Company</i>	<i>State Tracking Number:</i>	<i>44138</i>
<i>Company Tracking Number:</i>	<i>A-HDGROCAP</i>		
<i>TOI:</i>	<i>A02.11 Individual Annuities- Deferred Non- Variable and Variable</i>	<i>Sub-TOI:</i>	<i>A02.11.002 Flexible Premium</i>
<i>Product Name:</i>	<i>A-HDGROCAP</i>		
<i>Project Name/Number:</i>	<i>A-HDGROCAP/A-HDGROCAP</i>		

Filing at a Glance

Company: Allstate Life Insurance Company

Product Name: A-HDGROCAP

SERFF Tr Num: PRUD-126388534 State: Arkansas

TOI: A02.11 Individual Annuities- Deferred Non-
Variable and Variable

SERFF Status: Closed-Approved-
Closed

Sub-TOI: A02.11.002 Flexible Premium

Co Tr Num: A-HDGROCAP

State Status: FEES PAID

Filing Type: Form

Reviewer(s): Linda Bird

Authors: John Witteman, Anthony
Pereira, Carolyn Cargnel, Pamela
Bonaparte-Golding

Disposition Date: 11/20/2009

Date Submitted: 11/19/2009

Disposition Status: Approved-
Closed

Implementation Date Requested: On Approval

Implementation Date:

State Filing Description:

General Information

Project Name: A-HDGROCAP

Status of Filing in Domicile: Pending

Project Number: A-HDGROCAP

Date Approved in Domicile:

Requested Filing Mode: Review & Approval

Domicile Status Comments:

Explanation for Combination/Other:

Market Type: Individual

Submission Type: New Submission

Group Market Size:

Overall Rate Impact:

Group Market Type:

Filing Status Changed: 11/20/2009

Explanation for Other Group Market Type:

State Status Changed: 11/20/2009

Deemer Date:

Created By: Pamela Bonaparte-Golding

Submitted By: Pamela Bonaparte-Golding

Corresponding Filing Tracking Number:

Filing Description:

VIA SERFF

November 19, 2009

Honorable Julia Benafield Bowman, Insurance Commissioner
Life and Health Division

SERFF Tracking Number: PRUD-126388534 State: Arkansas
Filing Company: Allstate Life Insurance Company State Tracking Number: 44138
Company Tracking Number: A-HDGROCAP
TOI: A02.11 Individual Annuities- Deferred Non- Sub-TOI: A02.11.002 Flexible Premium
Variable and Variable
Product Name: A-HDGROCAP
Project Name/Number: A-HDGROCAP/A-HDGROCAP

Arkansas Insurance Department
200 West Third Street
Little Rock, AR 72201

Attn Claudia Meeks, Rates and Form Filings

RE: Allstate Life Insurance Company: ("Allstate" "we" "our" "us")
NAIC # 008-60186 FEIN No.36-2554642

Forms Submitted for Approval:

Schedule Supplement Form A-SCH-HDGROCAP(11/09) for use with Prior Approved Rider Form A-RID-HDGRO(4/08) that was approved on February 25, 2008, File No. PRUD-125459467

Dear Ms. Meeks:

Allstate respectfully submits the referenced forms for your approval. Once your Department approves this filing, these forms will be offered as optional benefits for any new and existing annuity business (that has received your Department's prior approval) in a non-discriminatory manner. Enclosed is a copy of the authorization letter granting authority to Pruco Life Insurance Company to prepare and transmit filings on behalf of Allstate.

Form A-SCH-HDGROCAP(11/09) is similar to Form A-SCH-HDGRO (4/08). The main difference between the referenced schedule page and the prior approved schedule page is the Benefit Transfer Formula is adjusted to place a 90% cap on transfers of account value to the Benefit Transfer Account. An "Effective Date of the 90% Cap Rule" item has been added to indicate the effective date of the new transfer formula. Annuity owners that have an existing benefit may elect the new transfer formula for no cost and without canceling the guarantees provided by the existing benefit.

The annuity forms submitted are designed for use for qualified and non-qualified sales, as defined in the Internal Revenue Code. Should these Forms be used with certain qualified sales described under the Internal Revenue Code, the appropriate endorsement approved or accepted by your Department, will be provided to the annuity holder and will be made part of the annuity to satisfy any federal qualified usage requirements.

Any brackets in the Schedule Supplements indicate that we reserve the right to change the information shown within brackets, without refiling with your Department, based on new business requirement and any specific classifications of annuity holders to which we wish to offer these benefits. Statements of Variable Material are included with this filing to describe how variable information may change.

SERFF Tracking Number: PRUD-126388534 State: Arkansas
Filing Company: Allstate Life Insurance Company State Tracking Number: 44138
Company Tracking Number: A-HDGROCAP
TOI: A02.11 Individual Annuities- Deferred Non- Sub-TOI: A02.11.002 Flexible Premium
Variable and Variable
Product Name: A-HDGROCAP
Project Name/Number: A-HDGROCAP/A-HDGROCAP

Please note that actuarial memorandums, and any related material, are enclosed with this submission. These actuarial memorandums are annuity product-specific. Any certifications or other materials Allstate believes you require are also enclosed. Allstate believes that federal law exempts these forms from any "Flesch score" or readability requirements in your statutes or regulations. Unless otherwise informed, Allstate reserves the right to alter the pagination, layout, including sequential order, color, and typeface of these forms. Allstate confirms any such change will be in conformance with your State's filing requirements.

Please contact the undersigned as indicated below if you have any questions or require additional information.

Very truly yours,

Pamela Bonaparte-Golding
Contract Specialist
Phone: (203) 944-7544, Fax: (203) 944-7737
Email: pamela.bonaparte-golding@prudential.com

Enclosures

Company and Contact

Filing Contact Information

Anthony Pereira, Senior Compliance Analyst Anthony.Pereira@Prudential.com
One Corporate Drive 800-628-6039 [Phone] 57146 [Ext]
P.O. Box 883 203-944-7510 [FAX]
Shelton, CT 06484

Filing Company Information

Allstate Life Insurance Company CoCode: 60186 State of Domicile: Illinois
3100 Sanders Road Group Code: 8 Company Type: Life
Northbrook, IL 60062 Group Name: Allstate Insurance State ID Number:
Group
(000) 000-0000 ext. 0000[Phone] FEIN Number: 36-2554642

Filing Fees

Fee Required? Yes
Fee Amount: \$25.00

<i>SERFF Tracking Number:</i>	<i>PRUD-126388534</i>	<i>State:</i>	<i>Arkansas</i>
<i>Filing Company:</i>	<i>Allstate Life Insurance Company</i>	<i>State Tracking Number:</i>	<i>44138</i>
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<i>TOI:</i>	<i>A02.11 Individual Annuities- Deferred Non- Variable and Variable</i>	<i>Sub-TOI:</i>	<i>A02.11.002 Flexible Premium</i>
<i>Product Name:</i>	<i>A-HDGROCAP</i>		
<i>Project Name/Number:</i>	<i>A-HDGROCAP/A-HDGROCAP</i>		
Retaliatory?	No		
Fee Explanation:			
Per Company:	No		

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Allstate Life Insurance Company	\$25.00	11/19/2009	32165944

SERFF Tracking Number:	PRUD-126388534	State:	Arkansas
Filing Company:	Allstate Life Insurance Company	State Tracking Number:	44138
Company Tracking Number:	A-HDGROCAP		
TOI:	A02.11 Individual Annuities- Deferred Non- Variable and Variable	Sub-TOI:	A02.11.002 Flexible Premium
Product Name:	A-HDGROCAP		
Project Name/Number:	A-HDGROCAP/A-HDGROCAP		

Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Approved- Closed	Linda Bird	11/20/2009	11/20/2009

<i>SERFF Tracking Number:</i>	<i>PRUD-126388534</i>	<i>State:</i>	<i>Arkansas</i>
<i>Filing Company:</i>	<i>Allstate Life Insurance Company</i>	<i>State Tracking Number:</i>	<i>44138</i>
<i>Company Tracking Number:</i>	<i>A-HDGROCAP</i>		
<i>TOI:</i>	<i>A02.11 Individual Annuities- Deferred Non-</i>	<i>Sub-TOI:</i>	<i>A02.11.002 Flexible Premium</i>
	<i>Variable and Variable</i>		
<i>Product Name:</i>	<i>A-HDGROCAP</i>		
<i>Project Name/Number:</i>	<i>A-HDGROCAP/A-HDGROCAP</i>		

Disposition

Disposition Date: 11/20/2009

Implementation Date:

Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

SERFF Tracking Number: PRUD-126388534 State: Arkansas

Filing Company: Allstate Life Insurance Company State Tracking Number: 44138

Company Tracking Number: A-HDGROCAP

TOI: A02.11 Individual Annuities- Deferred Non- Sub-TOI: A02.11.002 Flexible Premium
Variable and Variable

Product Name: A-HDGROCAP

Project Name/Number: A-HDGROCAP/A-HDGROCAP

Schedule	Schedule Item	Schedule Item Status	Public Access
Supporting Document	Flesch Certification		No
Supporting Document	Application		No
Supporting Document	Life & Annuity - Acturial Memo		No
Supporting Document	Cover Letter		Yes
Supporting Document	Arkansas Fee Form		Yes
Supporting Document	Third Party Authorization		Yes
Supporting Document	Certification of Compliance		Yes
Supporting Document	Statement of Variability		Yes
Form	True Accumulation - Highest Daily Benefit		No
	Schedule Supplement		

SERFF Tracking Number: PRUD-126388534 State: Arkansas

Filing Company: Allstate Life Insurance Company State Tracking Number: 44138

Company Tracking Number: A-HDGROCAP

TOI: A02.11 Individual Annuities- Deferred Non- Sub-TOI: A02.11.002 Flexible Premium
Variable and Variable

Product Name: A-HDGROCAP

Project Name/Number: A-HDGROCAP/A-HDGROCAP

Form Schedule

Lead Form Number: A-SCH-HDGROCAP(11/09)

Schedule Item Status	Form Number	Form Type	Form Name	Action	Action Specific Data	Readability	Attachment
	A-SCH-HDGROCA P(11/09)	Schedule Pages	True Accumulation - Highest Daily Benefit Schedule Supplement	Initial		0.000	A-SCH-HDGROCAP(11-09).pdf

**[ALLSTATE LIFE INSURANCE COMPANY
3100 SANDERS ROAD
NORTHBROOK, IL 60062]**

**[TRUE ACCUMULATION - HIGHEST DAILY] BENEFIT
SCHEDULE SUPPLEMENT**

ANNUITY NUMBER: [001-00001]

EFFECTIVE DATE: [Issue Date of the Rider]

EFFECTIVE DATE OF [90%] CAP RULE: [Issue Date of Schedule Supplement]

DURATION OF A GUARANTEE PERIOD: [10 years]

DOLLAR-FOR-DOLLAR PERCENTAGE: [5.0%]

CHARGE FOR THE RIDER: [The daily equivalent of an annual rate of [0.60%] applied to the elected Sub-accounts and the Transfer Account]

TRANSFER ACCOUNT: [Collectively, one or more AST bond portfolio Sub-accounts.] If a bond portfolio sub-account is discontinued, we will substitute a successor sub-account, if there is one. Otherwise, we will substitute a comparable sub-account. We will obtain any required regulatory approvals prior to substitution of the sub-account.

BENCHMARK INDEX: [Barclays Capital Fixed Maturity Zero Coupon Swap Index]. If this Benchmark Index is discontinued, we will substitute a successor benchmark index, if there is one. Otherwise, we will substitute a comparable benchmark index. We will obtain any required regulatory approvals prior to substitution of the benchmark index.

BENCHMARK INDEX INTEREST RATE: [The interest rate that is set with reference to the Benchmark Index.]

DISCOUNT RATE ADJUSTMENT: [2.5%]

DISCOUNT RATE MINIMUM:[

Month	Minimum	Month	Minimum
1	3.00%	13	2.00%
2	2.92%	14	1.92%
3	2.83%	15	1.83%
4	2.75%	16	1.75%
5	2.67%	17	1.67%
6	2.58%	18	1.58%
7	2.50%	19	1.50%
8	2.42%	20	1.42%
9	2.33%	21	1.33%
10	2.25%	22	1.25%
11	2.17%	23	1.17%
12	2.08%	24	1.08%
		25+	1.00%

]

[TRUE ACCUMULATION - HIGHEST DAILY] BENEFIT
SCHEDULE SUPPLEMENT (CONTINUED)

TRANSFER CALCULATION FORMULA

The following are the Terms and Definitions referenced in the Transfer Calculation

Formula:

- AV is the current Account Value of the Annuity
- V is the current Account Value of the elected Sub-accounts of the Annuity
- B is the total current value of the Transfer Account
- C_l is the lower target value; it is established on the Effective Date and is not changed for the life of the guarantee
- C_t is the middle target value; it is established on the Effective Date and is not changed for the life of the guarantee
- C_u is the upper target value; it is established on the Effective Date and is not changed for the life of the guarantee
- T is the amount of a transfer into or out of the Transfer Account

For each Guarantee Amount:

- G_i is the Guarantee Amount
- N_i is the number of days until the end of the Guarantee Period
- d_i is the discount rate associated with the number of days until the end of a Guarantee Period. The discount rate is determined by taking the greater of the Benchmark Index Interest Rate less the Discount Rate Adjustment, and the Discount Rate Minimum. The applicable term of the Benchmark Index Interest Rate is the same as the number of days remaining until the end of the Guarantee Period. If no Benchmark Index Interest Rate is available for such term, the nearest available term will be used. The Discount Rate Minimum is determined based on the number of months since the Effective Date.

Transfer Calculation

The formula, which is set on the Effective Date of the 90% Cap Rule as shown in this Schedule Supplement and is not changed while the Rider is in effect, determines, on each Valuation Day, when a transfer is required.

On the Effective Date of the 90% Cap Rule (and only on this date), the following asset transfer calculation is performed to determine the amount of Account Value allocated to the Transfer Account:

$$\text{If } (B / (V + B) > .90), \text{ then} \\ T = B - [(V + B) * .90]$$

If T as described above is greater than \$0, then that amount ("T") is transferred from the Transfer Account to the elected Sub-accounts and no additional transfer calculations are performed on the Effective Date of the 90% Cap Rule. Any transfers into the Transfer Account are suspended. The suspension will be lifted once a transfer out of the Transfer Account occurs.

On each Valuation Date thereafter (including the Effective Date of the 90% Cap Rule, provided $(B / (V + B) \leq .90)$, the formula begins by determining the value on that Valuation Day that, if appreciated at the applicable discount rate, would equal the Guarantee Amount at the end of the Guarantee Period. We call the greatest of these values the "current liability (L)."

$$L = \text{MAX}(L_i), \text{ where } L_i = G_i / (1 + d_i)^{(N_i/365)}$$

**[TRUE ACCUMULATION - HIGHEST DAILY] BENEFIT
SCHEDULE SUPPLEMENT (CONTINUED)**

TRANSFER CALCULATION FORMULA (Continued)

Next the formula calculates the following formula ratio (r):

$$r = (L - B) / V.$$

If the formula ratio exceeds an upper target value, then, subject to the 90% Cap Rule, Account Value will be transferred to the bond fund Sub-account associated with the current liability. If, at the time we make a transfer to the bond fund Sub-account associated with the current liability, there is Account Value allocated to a bond fund Sub-account not associated with the current liability, we will transfer all assets from that bond fund Sub-account to the bond fund Sub-account associated with the current liability.

The formula will transfer assets into the Transfer Account if $r > C_u$, subject to the 90% Cap Rule.

The transfer amount is calculated by the following formula:

$$T = \{\text{Min}(\text{MAX}(0, (.90 * (V + B)) - B), [L - B - V * C_l] / (1 - C_l))\}$$

If the formula ratio is less than a lower target value and there are assets in the Transfer Account, then the formula will transfer assets out of the Transfer Account into the elected Sub-accounts.

The formula will transfer assets out of the Transfer Account if $r < C_l$ and $B > 0$.

The transfer amount is calculated by the following formula:

$$T = \{\text{Min}(B, -[L - B - V * C_l] / (1 - C_l))\}$$

If following a transfer to the elected Sub-accounts, there are assets remaining in a bond fund Sub-account not associated with the current liability, we will transfer all assets from that bond fund Sub-account to the bond fund Sub-account associated with the current liability.

At any given time, some, most, or none of the Account Value may be allocated to the Transfer Account under the Transfer Calculation formula.

90% Cap Rule: If, on any Valuation Day, on and after the Effective Date of the 90% Cap Rule, a transfer into the Transfer Account occurs which results in 90% of the Account Value being allocated to the Transfer Account, any transfers into the Transfer Account will be suspended even if the formula would otherwise dictate that a transfer into the Transfer Account should occur. Transfers out of the Transfer Account and into the elected Sub-accounts will still be allowed. The suspension will be lifted once a transfer out of the Transfer Account occurs. Due to the performance of the Transfer Account and the elected Sub-Accounts, the Account Value could be more than 90% invested in the Transfer Account.]

<i>SERFF Tracking Number:</i>	<i>PRUD-126388534</i>	<i>State:</i>	<i>Arkansas</i>
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<i>Product Name:</i>	<i>A-HDGROCAP</i>		
<i>Project Name/Number:</i>	<i>A-HDGROCAP/A-HDGROCAP</i>		

Supporting Document Schedules

	Item Status:	Status Date:
Bypassed - Item:	Flesch Certification	
Bypass Reason:	Allstate believes that federal law exempts these forms from any "Flesch score" or readability requirements in your statutes or regulations.	
Comments:		

	Item Status:	Status Date:
Bypassed - Item:	Application	
Bypass Reason:	not applicable as this is not a policy filing	
Comments:		

	Item Status:	Status Date:
Satisfied - Item:	Cover Letter	
Comments:		
Attachment:		
Allstate CAP - AR.pdf		

	Item Status:	Status Date:
Satisfied - Item:	Arkansas Fee Form	
Comments:		
Attachment:		
AR - 7a.pdf		

	Item Status:	Status Date:
Satisfied - Item:	Third Party Authorization	
Comments:		

SERFF Tracking Number: PRUD-126388534 State: Arkansas
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Variable and Variable
Product Name: A-HDGROCAP
Project Name/Number: A-HDGROCAP/A-HDGROCAP

Attachment:

ALIC Pru Letter of authorization.pdf

Item Status:

Status

Date:

Satisfied - Item: Certification of Compliance

Comments:

Attachment:

AR - 7.pdf

Item Status:

Status

Date:

Satisfied - Item: Statement of Variability

Comments:

Attachment:

A-HDGRO Cap VarMem _generic_.pdf



Prudential Annuities

1 Corporate Dr
Shelton, CT 06484
Tel 800-752-6342
Fax 203-944-7737

A business of Prudential Financial, Inc.

VIA SERFF

November 19, 2009

Honorable Julia Benafield Bowman, Insurance Commissioner
Life and Health Division
Arkansas Insurance Department
200 West Third Street
Little Rock, AR 72201

Attn Claudia Meeks, Rates and Form Filings

RE: Allstate Life Insurance Company: ("Allstate" "we" "our" "us")
NAIC # 008-60186 FEIN No.36-2554642

Forms Submitted for Approval:

Schedule Supplement Form A-SCH-HDGROCAP(11/09) for use with Prior Approved Rider Form A-RID-HDGRO(4/08) that was approved on February 25, 2008, File No. PRUD-125459467

Dear Ms. Meeks:

Allstate respectfully submits the referenced forms for your approval. Once your Department approves this filing, these forms will be offered as optional benefits for any new and existing annuity business (that has received your Department's prior approval) in a non-discriminatory manner. Enclosed is a copy of the authorization letter granting authority to Pruco Life Insurance Company to prepare and transmit filings on behalf of Allstate.

Form A-SCH-HDGROCAP(11/09) is similar to Form A-SCH-HDGRO (4/08). The main difference between the referenced schedule page and the prior approved schedule page is the Benefit Transfer Formula is adjusted to place a 90% cap on transfers of account value to the Benefit Transfer Account. An "Effective Date of the 90% Cap Rule" item has been added to indicate the effective date of the new transfer formula. Annuity owners that have an existing benefit may elect the new transfer formula for no cost and without canceling the guarantees provided by the existing benefit.

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Please note that actuarial memorandums, and any related material, are enclosed with this submission. These actuarial memorandums are annuity product-specific. Any certifications or other materials Allstate believes you require are also enclosed. Allstate believes that federal law exempts these forms from any "Flesch score" or readability requirements in your statutes or regulations. Unless otherwise informed, Allstate reserves the right to alter the pagination, layout, including sequential order, color, and typeface of these forms. Allstate confirms any such change will be in conformance with your State's filing requirements.

Please contact the undersigned as indicated below if you have any questions or require additional information.

Very truly yours,



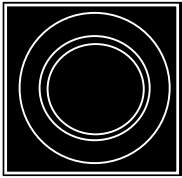
Pamela Bonaparte-Golding

Contract Specialist

Phone: (203) 944-7544, Fax: (203) 944-7737

Email: pamela.bonaparte-golding@prudential.com

Enclosures



**ARKANSAS
INSURANCE
DEPARTMENT**

Lee Douglass
Insurance Commissioner

400 University Tower Building
1123 South University Ave.
Little Rock, Arkansas 72204

501-686-2900

ATTN: LIFE & HEALTH DIVISION, ARKANSAS INSURANCE DEPARTMENT

Company Name: Allstate Life Insurance Company

Company NAIC Code: 60186

Company Contact Person & Telephone # Pamela Bonaparte-Golding 800-628-6039 x47544

INSURANCE DEPARTMENT USE ONLY

ANALYST:_____ AMOUNT:_____ ROUTE SLIP:_____

ALL FEES ARE PER EACH INSURER. PER ANNUAL STATEMENT LINE OF BUSINESS.
UNLESS OTHERWISE INDICATED.

FEE SCHEDULE FOR ADMITTED INSURERS

RATE/FORM FILINGS

Life and/or Disability policy form filing
and review, per each policy, contract, annuity
form, per each insurer, per each filing.

* ____ x \$ 50 = ____

**Retaliatory ____

Life and/or Disability - Filing and review of
each rate filing or loss ratio guarantee filing,
per each insurer.

* ____ x \$ 50 = ____

**Retaliatory ____

Life and/or Disability: Filing and review of
Annuity Forms: Filing and review of each
certificate, rider, endorsement or application
if each is filed separately from the basic form.

* 1 x \$ 25 = \$25.00__

**Retaliatory ____

Life and/or Disability: Filing and review of
Insurer's advertisements, per advertisement, per
each insurer.

* ____ x \$ 25 = ____

**Retaliatory ____

AMEND CERTIFICATE OF AUTHORITY

Review and processing of information to amend an
Insurer's Certificate of Authority.

* ____ x \$400=____

Filing to amend Certificate of Authority.

*** ____ x \$100=____

*THESE FEES ARE PAYABLE UNDER THE NEW FEE SCHEDULE AS OUTLINED UNDER RULE AND REGULATION 57.

**THESE FEES ARE PAYABLE UNDER THE OLD FEE SCHEDULE AS OUTLINED UNDER ARK. CODE ANN. 23-63-102, RETALIATORY TAX.

***THESE FEES ARE PAYABLE AS REQUIRED IN ARK. ANN. § 23-61-401.



DATE: November 18, 2009

TO: The Insurance Commissioner

RE: **Allstate Life Insurance Company**
NAIC# 08-60186

Authorization to File Rider Forms

Forms: A-SCH-HDGROCAP(11/09)
(And any State Variations Thereto)

This letter will serve as notification to your Department that Pruco Life Insurance Company, and its employees, is authorized to submit the above captioned Schedule Supplements, and any associated annuity forms for such Schedule Supplements on behalf of Allstate Life Insurance Company.

If you have any questions concerning the above, please do not hesitate to contact me at 847.402.8672.

A handwritten signature in black ink, appearing to read "Timothy Vander Pas", is written over a horizontal line.

Signature

Timothy Vander Pas
Name

Assistant Vice President
Title

November 18, 2009
Date

**Allstate Life Insurance Company
3100 Sanders Road
Northbrook, IL 60062**

**STATE OF ARKANSAS
CERTIFICATION OF COMPLIANCE**

I hereby certify that Allstate Life Insurance Company complies with the requirements of Rules and Regulation #34 of the Arkansas Insurance Department regarding Form Numbers: A-SCH-HDGROCAP(11/09)



Timothy Vander Pas
Assistant Vice President

November 18, 2009
Date

ALLSTATE LIFE INSURANCE COMPANY

**STATEMENT OF VARIABLE MATERIAL FOR
HIGHEST DAILY GUARANTEED RETURN OPTION BENEFIT
SCHEDULE SUPPLEMENT A-SCH-HDGROCAP(11/09)**

Brackets in the referenced Schedule Supplement designate any variable material. There are two types of variations: those that vary by purchaser and those items that vary by class of purchaser. For any designated class of purchaser the values shown within brackets in the referenced Schedule Supplement will not be applied in a discriminatory manner.

Currently, for marketing purposes, the benefit is referenced as the "Highest Daily Guaranteed Return Option Benefit." We may change the marketing name to accommodate future business needs or if we enter into a proprietary or private placement arrangement.

The current Company name and address are as indicated in the referenced annuity forms. They are subject to change over time.

From time to time we may use administrative codes/information for recordkeeping purposes. If we do, such information will appear on the bottom right hand side of the form, one line below the state filed annuity form number or in the upper right side of the form above the Company name. We consider any administrative information to not be part of the filed annuity form. We reserve the right to include, delete, or change administrative information.

VARIATIONS BY PURCHASER:

Annuity Number	This is the number assigned to the Annuity by us for record keeping purposes.
Effective Date	This date will be the Issue Date, if this benefit is elected at the time the Annuity is purchased, or a subsequent date, if this benefit is elected post-issue.
Effective Date of the 90% Cap Rule	This date will illustrate the date that the 90% Cap Rule is elected by the applicant. It may be the Effective Date, if this benefit is elected at the time the Rider is purchased, or a subsequent date, if this benefit is elected post-issue.

VARIATIONS BY CLASS OF PURCHASER: The following items may vary based on any decisions affecting new business or specific classes of purchasers. Minimum and maximum value ranges that may be used are indicated.

Duration of a Guarantee Period	Currently the Duration of a Base Guarantee Period is 10 years. In the future we may use a duration ranging between 1 year and 15 years.
Dollar-For-Dollar Percentage	Currently the Dollar-for-Dollar Percentage is 5% per year. In the future we may use a Dollar-for-Dollar Percentage ranging between 0% and 10%.
Charge for the Rider	Currently the charge for this benefit is assessed daily at the equivalent of an annual rate of 0.60% of the daily Account Value attributed to, and maintained for, each Sub-account elected by the purchaser and the Transfer Account. In the future we may vary the charge, using a range of 0% to 0.75%.
Transfer Account	This is the name of the account to which and from which we may transfer funds, as determined by the Transfer Calculation Formula. Currently the Transfer Account is Collectively, one or more AST bond portfolio Sub-account. If this Sub-account is discontinued, we will substitute a successor Sub-account, if there is one. Otherwise, we will substitute a comparable Sub-account. We will obtain any required regulatory approvals prior to substitution of the Sub-account.

Benchmark Index	Initially we will use the Barclays Capital Fixed Maturity Zero Coupon Swap Index. Once selected, we will not change the benchmark index. However, if the benchmark index is discontinued, we will substitute a successor benchmark index, if there is one. Otherwise we will substitute a comparable benchmark index. We will obtain any required regulatory approvals prior to substitution of the benchmark index.
Benchmark Index Interest Rate	This item is determined using the Benchmark Index and the number of days remaining until the end of the Guarantee Period. If no Benchmark Index Interest Rate is available for such term, the nearest available term will be used.
Discount Rate Adjustment	This is the adjustment we will apply to the Benchmark Index Interest Rate to obtain the discount rate referenced in the Transfer Calculation Formula. The range for the Discount Rate Adjustment is 1.00% to 4.00%.
Discount Rate Minimum	This item represents the floor for the discount rate referenced in the Transfer Calculation Formula. Initially the range for the Discount Rate Minimum is 3% down to 1%, with a monthly linear reduction over a 25 month period. In the future, this item may vary with a rate of 0.50% to 4.00% over a duration ranging from 0 to 48 months.
Transfer Calculation Formula	We reserve the right to replace this entire section with another program that is based on a static calculation formula. Such replacement will not affect existing business and will only apply to new elections of this Rider.
90% Cap Rule:	Currently transfers to the Transfer Account will be suspended when 90% of the Account Value is allocated to the Transfer Account. In the future, the Cap may range from 50% to 100%.